

# ATLANTA DOWNTOWN MULTI-MODAL PASSENGER TERMINAL (MMPT) PROJECT INFORMATION MEMO

## TABLE OF CONTENTS

<b>I. Introduction .....</b>	<b>2</b>
<b>II. Project Background .....</b>	<b>4</b>
Project Location .....	4
Planning History of the MMPT.....	5
Current MMPT Project Development Efforts .....	6
<b>III. Project Implementation .....</b>	<b>7</b>
Commercial Approach and Financial Plan Considerations .....	7
Governance .....	7
<b>IV. Master Developer Agreement and Scope of Work.....</b>	<b>9</b>
Sample Phase I Activities .....	9
<b>V. Procurement Background .....</b>	<b>11</b>
Procurement Schedule.....	11
Qualifications of Master Developer Team .....	11
<b>VI. Contact Information .....</b>	<b>14</b>
<b>Attachment A – Memorandum of Agreement .....</b>	<b>15</b>

*This document serves as background on the MMPT project and path forward for GDOT in procuring a Master Developer. It serves as context only for the formal RFP. Updates of this document may be posted by GDOT from time to time, along with further information regarding the project and the procurement at [www.georgiaP3.com/MMPT](http://www.georgiaP3.com/MMPT).*

## I. INTRODUCTION

The Atlanta Downtown Multi-Modal Passenger Terminal (MMPT) is envisioned as the Atlanta Metropolitan Region's major public transportation passenger terminal, with facilities for existing heavy rail (Metropolitan Atlanta Rapid Transit Authority (MARTA)) and other new passenger rail services, as well as bus services that include: intercity (e.g., Greyhound and Southeastern Stages), regional express (e.g., Georgia Regional Transportation Authority (GRTA) Xpress, Cobb County, Gwinnett County), and local (MARTA) bus and paratransit services.

In addition to serving as a transit hub, the MMPT is viewed as a catalyst for Transit Oriented Development (TOD). The proximity of the MMPT to the City of Atlanta's central business district, the MARTA Five Points Station and future planned streetcar/regional light-rail lines provide an opportunity to create the MMPT as a cornerstone of an active streetscape for interconnecting passengers, while also creating additional opportunities for the facility to serve a mix of uses that are compatible with a major passenger terminal.

The MMPT Stakeholders have adopted the following Purpose and Need statement which summarizes the ultimate goals of the project: **"The purpose of the MMPT is to replace inadequate and disconnected transportation facilities, connect modes of transportation, increase ridership and facilitate and accommodate future transportation investments and economic development."**

The Georgia Department of Transportation (GDOT), on behalf of itself and a group of stakeholders, is procuring a Master Developer, through the agency's Public-Private Partnership (P3) program, to implement the MMPT. Section V provides the anticipated procurement schedule, beginning with release of a Request for Proposals on December 1, 2010. GDOT's P3 program is intended to facilitate private sector investment and participation in the development of the transportation system of the State of Georgia. With respect to the MMPT P3 initiative, GDOT is including TOD that focuses on both transportation and private real estate development within its P3 project delivery toolkit.

There are a number of stakeholders, in addition to GDOT, with an interest in the realization of the MMPT. These include the City of Atlanta, MARTA, Central Atlanta Progress/Atlanta Downtown Improvement District (CAP/ADID), GRTA, and the Atlanta Regional Commission (ARC) (collectively, the MMPT Stakeholders). The MMPT Stakeholders have formed the MMPT Advisory Group<sup>1</sup> to assist and advise GDOT on the Master Developer procurement for the project and have signed a Memorandum of Agreement to guide implementation of the Project (see Attachment A).

It is the intent of GDOT to enter into a Master Development Agreement (MDA) that will utilize the professional expertise and resources of the Master Developer to assist in the planning and development, design, construction, financing, and property management, of the proposed MMPT project in order to fulfill two objectives:

- Phased realization of a fully integrated multi-modal transportation center incorporating current requirements and future needs, as defined through performance specifications developed by the MMPT Stakeholders' Technical Committee; and
- Phased realization of ancillary uses such as commercial and retail development, housing, open space and civic functions (as generally described in various publications of CAP regarding the Green Line vision plan for the proposed MMPT site and adjacent areas, as well as other planning documents mentioned in Section II).

---

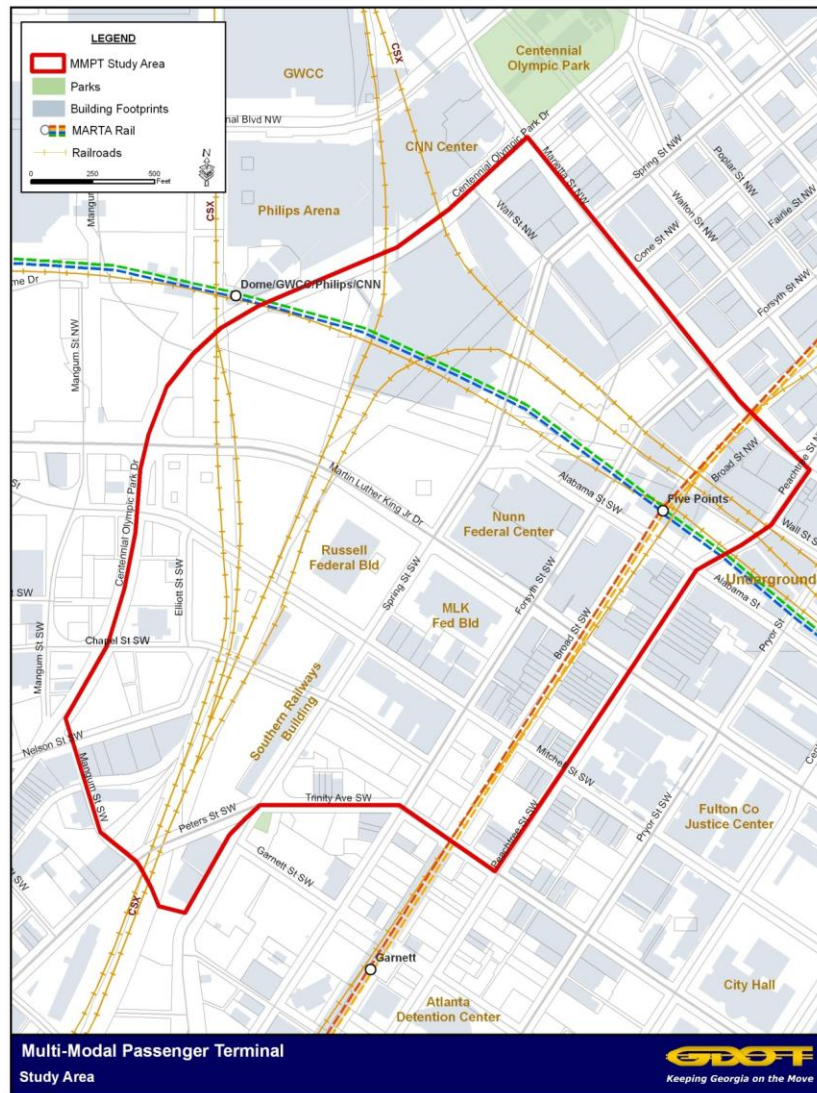
<sup>1</sup> The MMPT Advisory Group is supported by Technical, Communications, and Procurement Committees.

Public funding is expected to be available to support pre-development activities contemplated under Phase I of the MMPT project. Subject to the availability of future grants, future phases of MMPT activity are expected to receive varying degrees of public funding as well. GDOT anticipates that income from revenue-generating uses may be shared based upon terms and conditions that are consistent with commercial market frameworks and that the public portion of such revenues may be used to defray the costs of operating and potentially constructing the transportation facilities utilized by certain MMPT Stakeholders. Therefore, a long term public-private relationship is envisioned that begins with pre-development planning activities contemplated under Phase I, and proceeds through multiple future phases leading to the ultimate build-out of the project. Each future phase of activity will be launched as individual components are ready to advance into construction.

## II. PROJECT BACKGROUND

### Project Location

The exact site definition and configuration of the proposed MMPT development will be determined by the Master Developer at the completion of the Phase I scope of work (see Section IV), but the general location is in Downtown Atlanta in the immediate vicinity of the Five Points MARTA station. This area has been nicknamed the “Gulch” because the elevation of the site is somewhat lower than the surrounding streets in order to accommodate development above existing rail lines. The MMPT Stakeholders have defined a large study area, approximately 119 acres, which the Master Developer can use as a boundary for evaluating future site plans. The study area extends roughly from Peachtree Street on the east, Marietta Street on the north, Centennial Olympic Park Drive on the west, and Trinity Avenue and Peters Street on the south and includes the Five Points MARTA station. The Gulch is the historic location for the original railroad lines that served Atlanta and induced much of the City’s original growth. The figure below shows the present MMPT study area.



## Planning History of the MMPT

The MMPT project has an extensive planning history that precedes the current procurement effort and important points in that history are listed below. Relevant background documents will be posted on GDOT's website as Reference Information Documents. GDOT makes no representation, warranty, or guarantee as to, and shall not be responsible for, the accuracy, completeness, or pertinence of the following documents, and shall not be responsible for any conclusions drawn therefrom.

- Several planning efforts for the MMPT have been completed. The current MMPT development effort will need to consider a shift from all prior designs, concepts and plans because the main alignment of most, planned passenger rail services are shifted from an east-west orientation along CSX lines to a north-south orientation along Norfolk Southern tracks. As a result, the passenger rail facilities will most likely need to be located primarily on the western portion of the MMPT site. It may be possible that “hybrid” options involving both north-south and east-west rail activity could prove feasible and the MMPT Stakeholders are prepared to consider such options as long as rail safety, operational constraints and service requirements are adequately addressed.
  - The *Atlanta Multi-Modal Passenger Terminal Feasibility Study*. This study was completed by the Atlanta Regional Commission in 1992 and identified the Gulch area of Downtown Atlanta, including the MARTA Five Points Station, as the preferred location for the MMPT.
  - The 2009 *Belt Line Framework Agreement Final Report*. This effort, undertaken as a result of a Surface Transportation Board filing for railroad abandonment of the so-called “Northeast Beltline,” fundamentally changed the approach for passenger rail into the MMPT site. Passenger rail is now largely planning to access the site on the north/south rail lines through the site.
  - Previous design efforts for the MMPT include several design iterations ending with the ‘*Concept 6*’ design of 2004. These concepts may have elements of illustrative value, but require major revision due to the shift in planned passenger rail access orientation.
- A joint venture between MARTA, ARC, and GRTA called The Transit Planning Board (TPB) was established through joint resolution of the governing boards of the three agencies as an entity to coordinate regional transit policy and operations, and to develop a vision for transit investment. The TPB produced a document entitled *Concept 3 Regional Transit Vision Plan* (Concept 3) which was officially adopted by MARTA, ARC, and GRTA in August 2008. The vision of Concept 3 is predicated on implementation of the MMPT to allow for major transit expansion in the Atlanta metropolitan region.
- In December 2008, Ordinance 08-O-2232 was enacted by the City of Atlanta through which the *Connect Atlanta Plan* was made a part of the City's Comprehensive Development Plan. The *Connect Atlanta Plan* lists the MMPT as a “Tier 1,” or high priority project.
- ARC's currently adopted, long-range Regional Transportation Plan (RTP) is *Envision6*. ARC has prioritized the MMPT project for meeting the regional goals and objectives of this plan by listing it in the associated FY 2008-2013 Transportation Improvement Program (TIP) which is included, by reference, in the adopted GDOT Statewide Transportation Improvement Program (STIP).

- In 2009, The Atlanta Downtown Improvement District Inc. and Central Atlanta Progress, in partnership with area stakeholders, developed a vision plan, known as the “*Green Line*,” for redevelopment of the east-west corridor of the central core of Atlanta near Philips Arena to the State Capitol area and included specific reference to a new multimodal passenger terminal.

### Current MMPT Project Development Efforts

In support of GDOT’s procurement of a Master Developer, the MMPT Stakeholders have initiated studies to update various aspects of the project’s early development and technical requirements. Below is a summary of the key efforts underway:

- The MMPT Technical Committee is preparing a series of Technical Memoranda to serve as background material for the Master Developer’s planning activities, including an Environmental Review, Property Ownership Report, Existing Conditions Report, and Bus and Rail Operations Tech Memo. The latter document is a summary of survey results obtained from potential transportation modes considering operations at the MMPT and is an input to generating a “performance specification” for determining rough space allocations for future transportation uses. Information on how interested firms can access these background reports will be provided in the RFP.
- An Environmental Assessment (EA) was completed in 1995, receiving a Finding of No Significant Impact (FONSI) from the Federal Transit Administration (FTA). GDOT will be working with federal agencies to determine the appropriate environmental process to be undertaken to further advance the MMPT Project. The original EA included a much smaller station area foot-print, included clearance on reactivation of the now permanently abandoned “Northeast Beltline” for railroad purposes and assumed the east-west passenger rail access station orientation. GDOT has advertised an RFQ for an environmental firm separately from the Master Developer to work on the National Environmental Policy Act (NEPA) documentation deemed to be necessary. The Master Developer will generate alternatives for NEPA review, as well as assist in gathering necessary technical data for GDOT’s NEPA consultant.
- The Atlanta Downtown Improvement District has retained a consultant team to complete a Fiscal & Economic Development Impact Assessment on their Green Line plan which includes the MMPT. Among other deliverables, this effort is intended to produce a business case for the implementation of the MMPT.



### III. PROJECT IMPLEMENTATION

#### Commercial Approach and Financial Plan Considerations

An MDA will be used to advance the MMPT through a series of project development phases. Each phase of MMPT development will involve a different blend of public / private risk allocation, adjustments to the Master Developer Team, and unique sources and uses of funds. The current procurement is intended to secure the Master Developer for all future phases; however, the initial budget, work scope and composition of the Master Developer team will only address the Phase I pre-development activities.

The MMPT itself is comprised of the site, necessary site improvements (utilities, access, operating railroads and MARTA facilities such as Five Points Station), the shell of below-grade (and certain above-grade) transportation improvements, and common area connections between project elements.

Transportation improvements associated with individual project components (such as rail stations, bus terminals, Zipcar facilities, intercity bus facilities, etc.) will be occupied by “tenant modes.” Each tenant mode will be responsible for finishing the shell or easement provided for its occupancy.

The Master Developer also will be responsible for the phased provision of non-transit related improvements, such as open space, street and pedestrian access, street amenities, public parking, etc., through separate financial arrangements with the City of Atlanta and other stakeholder entities.

In exchange for leasable retail space, and commercial and residential “pads” on which mid and high-rise buildings can be constructed within the MMPT site, the Master Developer will enter into leases providing for ground rent or other financial arrangements with GDOT (or other designated agency) as each private project element is prepared to move forward. The Master Developer will undertake such revenue-generating projects at its own risk and from its own sources of debt and equity.

The plan of finance for the MMPT is therefore subject to variation over time depending upon the scope and nature of the activities moving into an active stage of development. For example, commitment of federal and stakeholder grants may be used for pre-development tasks, land acquisition and site remediation, initial site improvements and the transportation facilities themselves; potential private deferral of Master Developer fees and other compensation during initial pre-development activity may be a form of early phase “equity” investment; Railroad Rehabilitation and Improvement Financing (RRIF) and Transportation Infrastructure Finance and Innovation Act (TIFIA) loans may be used to leverage stakeholder revenues on favorable terms; grants or rents from “tenant transportation modes” may be used for ongoing capital and operating expenses; and private debt and equity will be required for private, revenue-generating uses. The Master Developer will be expected to comply with the requirements of various sources of public funds supporting development of the MMPT, particularly with regard to Federal Transit Administration (FTA) grants and joint development guidelines.

#### Governance

Institutional arrangements for ownership, operations and maintenance obligations will be determined in relation to the MMPT’s project definition resulting from the Master Developer’s Phase I work. Factors that will affect future institutional relationships include: potential MMPT tenant modes and phasing schemes, private finance and tax considerations, as well as the MMPT’s public finance structure. At this time, GDOT is the “lead agency” for contracting purposes; but, it is likely that an entity designated by

GDOT (and the MMPT Stakeholders) will advance the MMPT Project beyond the Phase I work. Toward this end, GDOT and the MMPT Stakeholders have discussed potential formation of a separate authority or other single purpose entity to develop and then oversee the operations and maintenance of the MMPT; however, no decisions have been made at this time.

As project elements advance to implementation or are completed, the appropriate institutional structure(s) will be determined by GDOT and the MMPT Stakeholders and incorporated into the Master Development Agreement.



## IV. MASTER DEVELOPER AGREEMENT AND SCOPE OF WORK

The Master Developer will be a single entity comprised primarily of real estate development organization(s) with demonstrated experience in delivering complex, mixed-use projects that are integrated with active transportation facilities.

The contractual relationship between GDOT (or the entity otherwise designated by GDOT and the other MMPT Stakeholders) and the Master Developer will be governed by an MDA pursuant to which the professional expertise and resources of the Master Developer will be committed to assist in advancing the MMPT Project from planning and development through design, construction, financing, and property management of the ultimate build-out. A draft MDA will be included in the RFP and refined through one-on-one interaction with proposers prior to bid submission.

The initial Phase I work scope is viewed primarily as a professional services engagement that covers pre-development activities generally listed below. Detailed design, engineering, and eventual construction are anticipated to occur in later phases. It is anticipated that Phase I will be largely or entirely publicly-funded. GDOT expects to compensate the Master Developer for the work products generated under the Phase I work scope upon their completion and to retain ownership of the results.

Note that the Phase I work is expected to be funded through federal grants and that the applicable federal requirements will be stipulated in the RFP.

Negotiation of amendments to the MDA is expected to occur prior to launching each phase of MMPT development. The amendments will define the scope, budget and compensation arrangements, financial plan, risk allocation, and the resources/skills that must be reflected in the Master Developer team for the subsequent phase of activity.

GDOT is seeking to preserve competition for work that will be performed under future phases of the MMPT – especially construction. As a result, the procurement process for a Master Developer will focus on the capabilities and experience of the Master Developer and secondarily on the approach, pricing and technical capabilities in certain defined categories that are assembled to perform the Phase I work scope. Prior to initiating future phases of activity under the MDA, the Master Developer will be expected, as necessary, to augment its team to include the requisite skills and capabilities using competitive procurement processes. Such processes must meet the requirements of the sources of funds being used to perform the work. Down-stream capabilities not required for Phase I work, such as construction, will not be taken into consideration in the Master Developer selection process and there will be no commitment, preference or right of first refusal provided in the MDA for future work.

### Sample Phase I Activities

- Obtain a general understanding of previous studies and plans.
- Examine the impact of the north-south rail alignment and associated opportunities and constraints, as well as off-site improvements that could impact the MMPT configuration.
- Prepare a conceptual design level document for the architecture, landscape architecture and engineering of the MMPT, in sufficient detail to satisfy NEPA requirements and includes:
  - Precedent imagery of similar spaces
  - Street level plan
  - Concourse level plan
  - Platform level plan
  - Elevations
  - Sections

- Using inputs provided by the MMPT Technical Committee and other information generated by the Master Developer, define the preferred MMPT site (e.g., prepare a description of properties in public ownership and those requiring acquisition, potentially including maps, surveys, preliminary appraisals and title reports).<sup>2</sup>
- Review the previous Environmental Assessment and coordinate with GDOT and its NEPA consultant as requested, to help define the environmental requirements going forward, develop build-out alternatives, and provide factual inputs to GDOT's NEPA consultant.
- In close coordination with the GDOT-led NEPA (environmental) process and the MMPT Communications Committee, initiate a community relations / information program involving adjacent communities and MMPT stakeholders.
- Inventory existing utilities and undertake preliminary analysis of potential contamination; identify utility improvements required to support the conceptual design scheme.
- Prepare an initial program of ancillary uses contemplated in the conceptual design (commercial/office, residential, retail, hotel, etc.) – provide a preliminary market analysis of the proposed real estate development components including phasing, pricing range (including market rent projections), market absorption assumptions for various uses, and other pertinent data.
- Prepare rough order of magnitude cost projections for required infrastructure improvements, including demolition and site preparation, foundations and structural elements, street and utility improvements, the MMPT transportation facilities, possible renovation or redevelopment of the MARTA Five Points station, and other hard and soft costs as anticipated.
- Prepare a master schedule for the MMPT through the initial phase of site preparation / construction and a conceptual schedule for full build-out.
- Identify joint development requirements and opportunities under relevant FTA statutes and guidance (see February 7, 2007 Volume 72 FR 5788 in particular), and assume the lead role in assisting GDOT, in conjunction with the other MMPT stakeholders, in preparing any necessary documentation for federal approval.
- Prepare a near-term financial plan for the initial phase of MMPT development based upon cost inputs reflecting the conceptual design and a pro forma, long range plan for the full build out of the MMPT indicating the mix of public and private funding anticipated for both construction and future operations and maintenance (including periodic capital renewals and replacements).
- Evaluate innovative solutions for enhanced access throughout the site and transfers between the MMPT and Five Points Station (as well as other nearby MARTA stations), and transfers among the individual modes operating from the MMPT site.

The activities above will be documented in a series of deliverables to GDOT which will be defined further in the RFP.

---

<sup>2</sup> GDOT may determine to perform some of these tasks in-house.

## V. PROCUREMENT BACKGROUND

### Procurement Schedule

GDOT will be following a one-step procurement process in seeking proposals from potential Master Developers. Pursuant to the guidelines defining GDOT's P3 Program, more than one proposal must be received to proceed to selection and award. The following are the planned milestones for procurement of the Master Developer.

- Notice of Intent Published – August 31, 2010
- One-on-One Meetings – November 8 – 10, 2010
- Issuance Date of RFP – December 1, 2010
- Pre-Proposal Workshop – December 15, 2010, 10:00 am (EST)
- Proposal Due Date – March 15, 2011, 2:00 pm (EST)
- Selection Date – May 1, 2011

### Qualifications of Master Developer Team

GDOT is seeking a Master Developer that has demonstrated experience in delivering large, complex projects involving transportation components that are integrated with commercial development. In order to meet GDOT's expectations for prior experience, it is anticipated that respondents seeking designation as the Master Developer may be joint ventures; however, a single firm with the requisite background may propose on its own. The presence of Atlanta real estate development experience will be encouraged, but not required – particularly if the respondent has direct experience in projects similar in scale and complexity to the MMPT. The skills and experience of technical advisors and consultants on a Master Developer's team should enhance, and not be a substitute for project experience and capabilities within the Master Developer entity itself.

In order to facilitate team formation, GDOT is considering allowing members of a Master Developer joint venture, to the extent such members hold a minority interest (e.g., less than [provisionally 33 ⅓%] of the voting interests and profit rights), to be on multiple teams.

The Master Developer will be expected to identify the specific skills required to implement the Phase I work scope in its proposal to GDOT, either from its own staff or through the use of subconsultants. As described below, GDOT anticipates that certain lower-tier technical subconsultants, as determined by GDOT, may be added to the Master Developer's team subsequent to award but prior to execution of the Master Development Agreement as necessary or preferred by a Proposer, and subject to the schedule GDOT will provide in the RFP for execution of the Master Development Agreement.

As the MMPT evolves through additional phases of implementation, new skills and capabilities will be added to the Master Developer team. Future augmentation of the team to perform subsequent phases of work may be undertaken using competitive procurements (either price based, professional services / qualifications based, or aesthetic / design competition) managed by the Master Developer and adhering to procurement requirements reflecting the sources of funds to be utilized. GDOT seeks to preserve

price competition in the implementation of future phases of MMPT development, particularly construction, under the overall direction and management of the Master Developer.

Given the extended planning history supporting the MMPT, many firms capable of serving as technical subconsultants to the Master Developer have had prior involvement in previous studies. Any entities involved in previous MMPT studies are encouraged to review the guidelines of GDOT's P3 Program in regards to conflict of interest at:

<http://www.dot.state.ga.us/informationcenter/p3/administration/Pages/Guidelines.aspx>

As described in the guidelines, conflicts can be disclosed by contacting:

Office of the Commissioner  
Department of Transportation  
One Georgia Center, 22<sup>nd</sup> Floor  
600 W. Peachtree Street, NW  
Atlanta, Georgia 30308

Types of skills a Master Developer's team must include at the time of proposal submission are the Major Technical Subconsultants:

- Rail and Bus Systems Planning and Engineering:
  - Rail transit station planning and engineering – heavy rail, high speed rail, commuter rail, light rail, streetcar; and if appropriate, the capability to assess passenger circulation alternatives within the MMPT site (as determined during Phase I) including: automated guideway technologies, moving sidewalks, and personal rapid transit, among others.
  - Bus facilities planning including: design of multi-story urban bus terminals, bus access ramps and street/highway interfaces, structural loading requirements, passenger amenities, among others.<sup>3</sup>
- Site planning capabilities to help organize the complex mix of uses and phased development scenarios contemplated, as well as to define the site and its relationship to adjacent communities. The requirements set forth in the City of Atlanta's Zoning Ordinance and Comprehensive Development Plan and the integration of the site into the existing street grid in conformance with the City of Atlanta's Transportation Plan will be an important element in the creation of the site plan.

Other skills that are likely to be needed to complete the Phase I work scope and will be among the Master Developer's technical resources prior to execution of the MDA include:

- Capabilities to undertake the assemblage of land in accordance with state and federal statutes; however, GDOT will have sole discretion in approving and implementing the acquisition of parcels, air rights or other property interests through the exercise of eminent domain. The Master Developer team will include firms experienced in the conduct of mapping, surveys, appraisals, legal descriptions and title searches, utility and contamination surveys, among others. Where GDOT deems condemnation to be required, the Master

---

<sup>3</sup> Minimum or preferred qualifications of Rail and Bus Systems Planning and Engineering firms will be further described in the RFP.

Developer will provide technical support for implementation of the eminent domain process.<sup>4</sup>

- Legal expertise to provide support for redevelopment and land assemblage activities (including the acquisition of rights-of-way of operating freight railroads), integrate the requirements of the Atlanta City Code with respect to the mix of uses that will be permitted on the site that are not directly related to the MMPT transit use, as well as to assure compliance with federal (FTA in particular), state and local funding requirements.
- Architectural expertise to complete conceptual design
- Structural and foundation engineering.
- Capability to support GDOT's environmental and planning studies as needed to comply with: NEPA requirements; any state or local environmental or development entitlement approval studies; applicable federal and state social justice, Americans with Disabilities Act (ADA), and other requirements that are conditions precedent to land assembly and construction.
- Financial Planning.
- Community relations and outreach capabilities to manage interaction with the public and stakeholder organizations in advancing the planning process, as well as undertaking environmental studies and required public involvement.

---

<sup>4</sup> GDOT may determine to perform some of these tasks in-house.

## VI. CONTACT INFORMATION

For further information, please contact:

Georgia Department of Transportation  
Division of Public Private Partnerships  
600 West Peachtree Street  
Atlanta, GA 30308  
Attn: Selena Helms  
(404) 631-1316  
(404) 631-1844 (fax)  
[GeorgiaP3MMPT@dot.ga.gov](mailto:GeorgiaP3MMPT@dot.ga.gov)

## **ATTACHMENT A – MEMORANDUM OF AGREEMENT**